

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI

IN RE: OPUS RX, LLC

CHAPTER 11

CASE NO. 16-00291-NPO

OPUS MANAGEMENT GROUP JACKSON, LLC, IN ITS
CAPACITY AS DISBURSING AGENT FOR OPUS RX LLC,
REORGANIZED DEBTOR

PLAINTIFF

ADV. PROC. NO.18-00013-NPO

VS.

FARM007 HOLDINGS, LLC

DEFENDANT

FARM007 HOLDINGS, LLC’S ANSWER AND DEFENSES TO COMPLAINT

COMES NOW, FARM007 HOLDINGS, LLC, (the “Defendant”), by and through its undersigned counsel, and files this Answer and Defenses to the Complaint [Dkt. #1] filed by Opus Management Group Jackson, LLC, in its Capacity as Disbursing Agent for Opus RX, LLC, (the “Plaintiff”), and in support thereof would show unto the Court the following:

FIRST DEFENSE

The Complaint fails to state a claim upon which relief can be granted as to the Defendant and therefore, the Complaint, and each paragraph thereof, should be dismissed, pursuant to Fed. R. Civ. P. 12(b)(6), as adopted by F.R.B.P. 7012.

SECOND DEFENSE

The Defendant hereby reserves and raises all Affirmative Defenses available to it under the Federal Rules of Civil Procedure, the Federal Rules of Bankruptcy Procedure, and federal

and state law, including those prescribed by Fed. R. Civ. P. 12, as adopted by F.R.B.P. 7012.

THIRD DEFENSE

By answering any of the allegations of the Complaint and/or by admitting certain allegations contained therein as stated, Defendant does not admit that the Plaintiff is entitled to the relief sought. The Defendant generally denies all of the averments contained in the Complaint, and each paragraph and subparagraph thereof, and each Exhibit attached thereto, except such designated averments, paragraphs or subparagraphs, as are expressly set forth to the contrary more fully herein-below pursuant to F.R.C.P. 8(b), as adopted by F.R.B.P. 7008.

FOURTH DEFENSE

AND NOW, the Defendant denies all allegations contained in the Complaint and the exhibits to the Complaint unless specifically admitted herein, and, without waiving any of the above-referenced defenses or the affirmative defenses listed below, responds to each and every numbered paragraph in Plaintiff's Complaint, as follows, to-wit:

The headings of the Complaint are reproduced only for the purposes of clarification and any allegation which may be inferred or implied by the Headings or Defenses are denied.

Jurisdiction, Venue and Standing

1. The Defendant admits the allegations contained in paragraph 1 of the Complaint.
2. The Defendant denies the allegations contained in paragraph 2 of the Complaint because the Plaintiff has made allegations pursuant to the Bankruptcy Code that are not viable and are apparently a pretext to gain jurisdiction.
3. For the reasons stated in response to paragraph 2 above, the Defendant denies the allegations contained in paragraph 3 of the Complaint.

4. The Defendant admits the allegations contained in paragraph 4 of the Complaint.

Parties

5. The Defendant admits the allegations contained in paragraph 5 of the Complaint.
6. The Defendant admits the allegations contained in paragraph 6 of the Complaint.

Factual Allegations

7. The Defendant admits the allegations contained in paragraph 7 of the Complaint.
8. The Defendant admits the allegations contained in paragraph 8 of the Complaint.
9. The Defendant admits the allegations contained in paragraph 9 of the Complaint.

Count I: Section 547 Preferential Transfers

10. To the extent that paragraph 10 of the Complaint requires a response, it is denied.

All responses to the preceding paragraphs of the Complaint are incorporated herein.

11. The Defendant denies the allegations contained in paragraph 11 of the Complaint.
12. The Defendant denies the allegations contained in paragraph 12 of the Complaint.
13. The Defendant denies the allegations contained in paragraph 13 of the Complaint.
14. The Defendant admits the allegations contained in paragraph 14 of the Complaint.
15. The Defendant denies the allegations contained in paragraph 15 of the Complaint.
16. The Defendant denies the Plaintiff is entitled to the relief requested in paragraph 16

of the Complaint.

Count II: Constructive Fraudulent Transfer

17. To the extent that paragraph 17 of the Complaint requires a response, it is denied.

All responses to the preceding paragraphs of the Complaint are incorporated herein.

18. The Defendant denies the allegations contained in paragraph 18 of the Complaint.

19. The Defendant denies the allegations contained in paragraph 19 of the Complaint.

20. The Defendant denies the allegations contained in paragraph 20 of the Complaint.

21. The Defendant denies the allegations contained in paragraph 21 of the Complaint.

22. The Defendant denies the Plaintiff is entitled to the relief requested in paragraph 22 of the Complaint.

Count III: Section 550 Recovery

23. To the extent that paragraph 23 of the Complaint requires a response, it is denied.
All responses to the preceding paragraphs of the Complaint are incorporated herein.

24. The Defendant denies the Plaintiff is entitled to the relief requested in paragraph 24 of the Complaint.

25. The Defendant denies the Plaintiff is entitled to the relief requested in paragraph 25 of the Complaint.

Count IV: MUFTA Fraudulent Transfers

26. To the extent that paragraph 26 of the Complaint requires a response, it is denied.
All responses to the preceding paragraphs of the Complaint are incorporated herein.

27. The Defendant denies the allegations contained in paragraph 27 of the Complaint.

28. The Defendant denies the allegations contained in paragraph 28 of the Complaint.

29. The Defendant denies the allegations contained in paragraph 29 of the Complaint.

30. The Defendant denies the allegations contained in paragraph 30 of the Complaint.

31. The Defendant denies the Plaintiff is entitled to the relief requested in paragraph 31 of the Complaint.

32. In response to the unnumbered *ad damnum* paragraphs, including all subparagraphs, beginning with the words "WHEREFORE, PREMISES CONSIDERED," Defendant denies that the Plaintiff is entitled to the relief requested or any relief whatsoever.

Affirmative Defenses

- A. FARM007 HOLDINGS, LLC was not a creditor of this Debtor and a simple review of the Schedules filed in this Bankruptcy, which are incorporated herein by reference, reveals such.
- B. At the time of filing this Bankruptcy, the Debtor listed assets of nearly of \$1.2 million and total liabilities, not related to intercompany transfers, of less than \$900,000, of which over \$700,000 was disputed and not paid through the confirmed bankruptcy Plan, which brings the total liabilities down to approximately \$200,000 on \$1.2 million in assets. The Debtor was not delinquent on any of its payments and was entirely solvent.

Based on the foregoing Answer and Defenses, Defendant request that this Court dismiss Plaintiff's Complaint, with all costs and attorney's fees assessed against Plaintiff, and that this Court enters a judgment in favor of Defendant for all of Defendant's damages.

DATED, this the 5th day of March, 2018.

FARM007 HOLDINGS, LLC

By: s/John D. Moore
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CERTIFICATE OF SERVICE

I hereby certify that on February 5, 2018, I electronically filed the foregoing with the Clerk of the Court using the ECF system which sent notification of such filing, and therefore served, according to the applicable rules, to the parties set forth in the Electronic Mail Notice List as of the date hereof, including the following:

Jarrett Little, Esq.
Jarrett@lentzlittle.com

William J. Little, Jr., Esq.
ecf@lentzlittle.com

United States Trustee
USTPRegion05.JA.ECF@usdoj.gov

THIS, the 5th day of March, 2018.

s/John D. Moore
JOHN D. MOORE